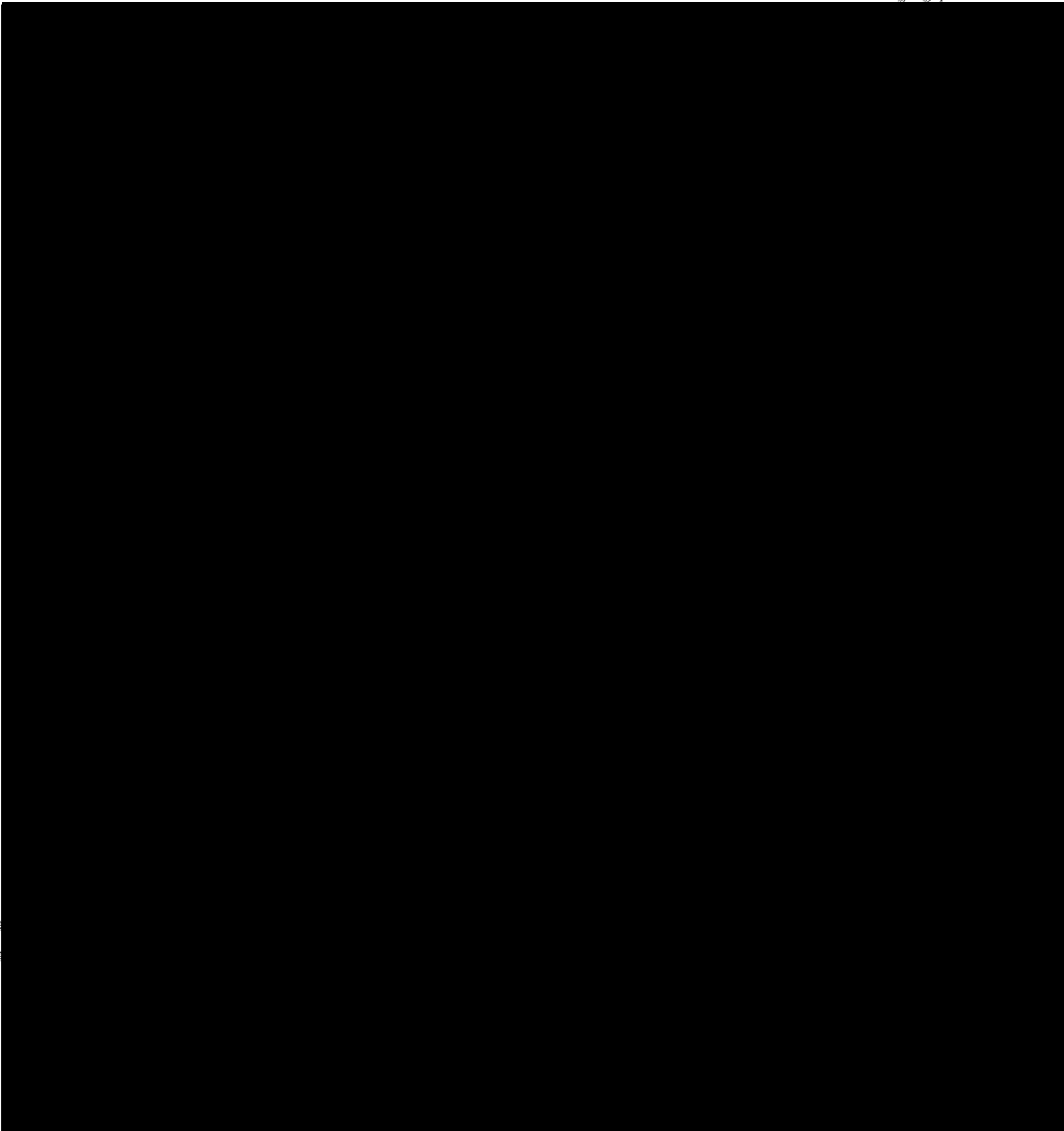
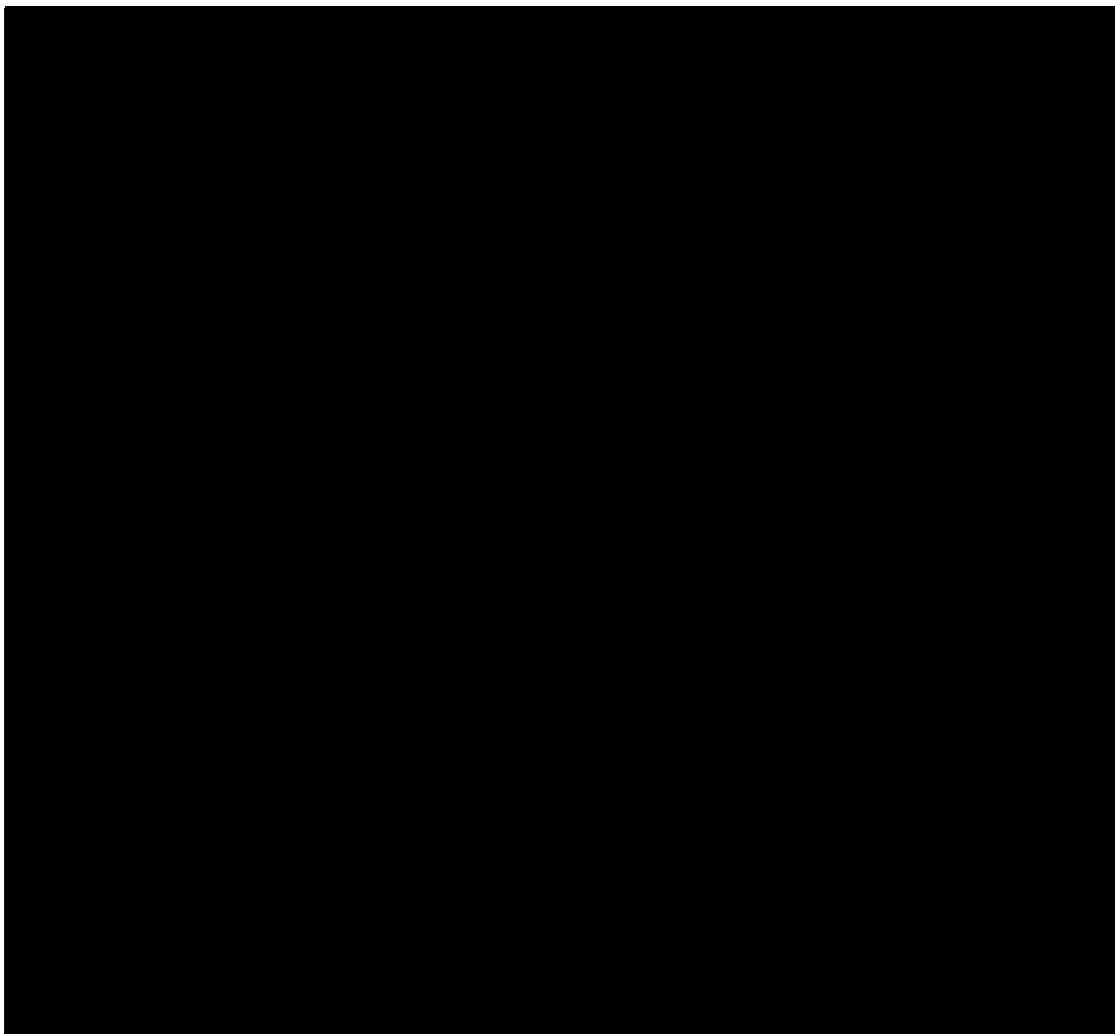


**Program Agreement Amendment**

This Amendment No. 1 ("Amendment") to Program Agreement, dated as of 11-1-06, 2006 (the "Effective Date") amends the Program Agreement dated April 4, 2004, by and between Universal Merchant Services and MBF Leasing LLC (the "Original Program Agreement"). Capitalized terms used herein without definition shall have the respective meanings herein assigned to such terms in the Original Program Agreement (prior to this Amendment).





**SECTION 2. Miscellaneous.**

**2.1 References to and Effect on Original Program Agreement.** On and after the Effective Date, each reference in the Original Program Agreement to "this Agreement", "hereunder", "hereof", "herein" or words of like import referring to the Original Security Agreement shall mean and be a reference to the Original Security Agreement as amended by this Amendment.

**2.2 Ratification of Original Program Agreement.** Except as specifically amended by this Amendment, the Original Program Agreement shall remain in full force and effect and are hereby ratified and confirmed.

**2.3. Incorporation by Reference of Miscellaneous Provisions.** The miscellaneous provisions of Section 10 of the Original Program Agreement are incorporated by reference herein with the same force and effect as though fully set forth herein and made applicable to this Amendment, except to the extent that any provision thereof has been expressly waived or amended hereby.

**IN WITNESS WHEREOF**, the parties hereto have caused this Amendment to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first written above.

Universal Merchant Services

MBF Leasing LLC

By Jason Moore

By \_\_\_\_\_

Date 11/1/06

Date \_\_\_\_\_